

**ARTICLES OF ORGANIZATION
of
SEATTLE SHIPYARD, L.L.C.**

FILED
In the Office of the
Secretary of State of Texas
SEP 24 1996
Corporations Section

ARTICLE ONE

The name of the limited liability company is SEATTLE SHIPYARD, L.L.C. (the "Company").

ARTICLE TWO

The period of duration of the Company shall be a maximum of fifty (50) years from the date of the filing of these Articles of Organization with the Secretary of State of Texas or until termination of the Company in accordance with the Regulations of the Company.

ARTICLE THREE

The purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Limited Liability Company Act (the "Act").

ARTICLE FOUR

The address of the principal place of business of the Company in the state of Texas is 18310 Market Street, Channelview, Texas 77530. The address of the Company's registered office in the state is 811 Dallas Avenue, Suite 1500, Houston, Texas 77002, and the name of its registered agent at such address is CT Corporation System.

ARTICLE FIVE

The Company is to be managed by one or more managers ("Manager(s)"), as provided in the Regulations of the Company. The initial Managers shall consist of three (3) persons who are to serve as Managers until the first annual meeting of the members or until their successors are duly elected and qualified. The name and address of the initial Managers are:

<u>Name</u>	<u>Address</u>
John C. Hilliard	3 Waverly Court Houston, Texas 77005
Mary T. Hilliard	14254 Grambo Galveston, Texas 77554
Susan E. Hilliard	838 Lake Washington Blvd. So. Seattle, Washington 98144-3312

ARTICLE SIX

No Manager of the Company shall be personally liable to the Company or any of its members for monetary damages for any act or omission in the Manager's capacity as a Manager except that this Article Six does not eliminate or limit the liability of a Manager for: (1) a breach of a Manager's duty of loyalty to the Company or its members; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a Manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Manager's office; or (4) an act or omission for which the liability of a Manager is expressly provided for by statute. If the Texas Limited Liability Company Act, the Texas Business Corporation Act, or the Texas Miscellaneous Corporation Laws Act (hereinafter referred to collectively as the "Acts") hereafter are amended to authorize the further elimination or limitation of the liability of Managers, then the liability of a Manager of the Company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Acts. No amendment to or repeal of this Article Six shall apply to or have any effect on the liability or alleged liability of any Manager of the Company for or with respect to any acts or omissions of such Manager occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of September, 1996.

Travis C. McCullough
Travis C. McCullough, Organizer